

NEW APPLICATION



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BEFORE THE ARIZONA CORPORATION COMMISSION

BOB STUMP
Chairman

GARY PIERCE
Commissioner

BRENDA BURNS
Commissioner

BOB BURNS
Commissioner

SUSAN BITTER SMITH
Commissioner

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In the Matter of the Application of McLeodUSA)
Telecommunications Services, LLC., PaeTec) T-03267A-15-0058
Communications, Inc., Windstream Communications,) T-03663A-15-0058
Inc., and Talk America, Inc. for Approval of Transfer) T-20436A-15-0058
of Customers to Talk America Services, LLC) T-20918A-15-0058
) T-03342A-15-0058
)

APPLICATION FOR WAIVER OF SLAMMING RULES AND NOTIFICATION OF CUSTOMER TRANSFER

McLeodUSA Telecommunications Services, LLC, PaeTec Communications, Inc., Windstream Communications, Inc., and Talk America, Inc. (together "Windstream Entities" and Talk America Services, LLC all parties collectively "Applicants"), request waiver of the slamming rules, A.A.C. R14-2-1901, in connection with the transfer of the Windstream Entities' residential local exchange customers in Arizona to Talk America Services, LLC ("TAS").

I. DESCRIPTION OF APPLICANTS

A. Windstream Certificated Entities

1. **McLeodUSA Telecommunications Services, LLC** is authorized to provide resold inter/intraLATA telecommunications services pursuant to Commission Decision 61001 issued July 16, 1998, and resold and facilities based local exchange and exchange access telecommunications services pursuant to Decision No. 62627 issued June 9, 2000. McLeod is assigned Docket No. T-03267A by the Arizona Corporation Commission ("Commission").

2. **PaeTec Communications, Inc.** is authorized to provide interLATA/intraLATA resold telecommunications services, except local exchange, pursuant to Decision No. 62458, issued on April 14, 2000. PaeTec is assigned Docket No. T-03663A by the Commission.
 3. **Talk America, Inc.** is authorized to provide resold interexchange services, except local exchange services, pursuant to Decision No. 64084, issued on October 4, 2001. Talk American, Inc. is assigned Docket No. T-03342A by the Commission.
 4. **Windstream Communications, Inc.** is authorized to provide resold interexchange services pursuant to Commission Decision No. 68965, issued September 21, 2006. Windstream Communications, Inc. is assigned Docket No. T-20436A by the Commission.
- B. Talk America Services, LLC ("TAS")** is a Delaware limited liability company and a subsidiary of CSL. TAS is certified reseller of local exchange and interexchange service pursuant to Commission Decision 74943. TAS is assigned Docket No. T-20918A by the Commission.

CONTACT INFORMATION

For the purposes of this Application, contacts for the Applicants are as follows:

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II. TRANSFER OF CUSTOMERS

As described to the Commission in an application filed September 22, 2014, Windstream will be completing a transaction in which its business will be divided into two independent units: an operating unit that will continue to provide telecommunications and related services, and a real estate investment trust (REIT) entity that will hold title to certain distribution plant assets (the "Subject Assets"), and will lease those assets exclusively to Windstream for the benefit of the Windstream Entities on a long term basis. After the transaction closes, the entity holding the Subject Assets and Windstream will be independent,

publicly traded companies whose stock will trade independent of one another. In connection with this transaction, residential local exchange and long distance customers of the Windstream Entities will be transferred to TAS.


In this application, TAS seeks a waiver of the slamming rules for the transfer of the residential local and long distance customers. The Windstream Entities will retain all of their business customers, and will also retain their existing certifications in Arizona and other states in order to continue providing services to those customers. Once the transfer is complete, TAS will assume all managerial, technical and financial responsibilities in connection with providing service to the former Windstream Entities residential customers. TAS will incorporate into its tariff the rates, terms and conditions of services currently provided to customers of Windstream Entities. The customers transferred to TAS will continue to receive the same services from TAS under the current rates, terms and conditions they receive from the Windstream Entities. This transaction is designed to be seamless to the customers insofar as there will be no change to customers' rates, terms, and conditions of service and will be made at no charge to customers as they transition to TAS. The Windstream Entities currently serve fewer than one hundred residential customers in Arizona and only these customers are the subject of this slamming rule waiver request.

Written notice of the transfer has been provided to Windstream Entity customers via First Class United States mail beginning on or about February 24, 2015 pursuant to Section 64.1120(e), Verification of Orders for Telecommunications Services, as amended, of Federal Communications Commission ("FCC") rules. A copy of the customer notice letter is provided as Exhibit A to this Waiver Application.

Application respectfully requests waiver of Commission slamming rules, A.A.C. R14-2-1901 et seq., in connection with the transfer of residential customers from Windstream Entities to Talk America Services, LLC.

RESPECTFULLY SUBMITTED this 26th day of February 2015.

LAW OFFICE OF JOAN S. BURKE


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LLC, PaeTec Communications, Inc.,
Windstream Communications, Inc., and
Talk America, Inc.

ORIGINAL and thirteen (13) copies
of the foregoing filed
this 26th day of February, 2015 with:

The Arizona Corporation Commission
Docket Control
1200 W. Washington Street
Phoenix, Arizona 85007

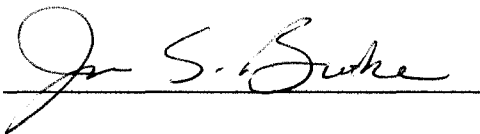


EXHIBIT A



February 12, 2015

Dear Valued Customer,

Windstream Communications, Inc. and its affiliates* ("Windstream") are divesting certain of its local exchange residential markets to Talk America Services, LLC ("Talk America Services"). As a result of the transaction, your local and long distance service will transfer from Windstream to Talk America Services on or about April 1, 2015.

As a customer of Talk America Services, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Talk America Services and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before April 1, 2015. Keep in mind, if you change carriers, you may have to pay a transfer charge.

Under Federal Communications Commission rules, any restriction or "freezes" you may have placed on your account to block changes to your preferred local and/or long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact us at 1-855-546-5000.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions before, during, and after the transition of your service to Talk America Services, do not hesitate to contact us at 1-855-546-5000.

Be sure to look for more information from us during the upcoming weeks. We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Talk America Services, LLC

*Windstream affiliates include Talk America, Inc., Windstream Norlight, Inc., The Other Phone Company, Windstream KDL, Inc., Windstream NuVox, Inc., Paetec Communications, Inc., US LEC Communications, LLC, McLeod USA Telecommunications Services, LLC, LDMI Telecommunications, Inc., Windstream NTI, Inc.,